

## **EXHIBIT D**

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*Special Counsel for Lehman Brothers Holdings, Inc.  
and its affiliated Debtors and Debtors in Possession*

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK**

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In re : Chapter 11  
LEHMAN BROTHERS HOLDINGS INC., et al., : Case No. 08-13555 (JMP)  
Debtors : (Jointly Administered)  
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**CERTIFICATION OF CAROLYN H. ROSENBERG**

I, Carolyn H. Rosenberg, Esquire, certify as follows:

1. I am a Partner with the applicant firm, Reed Smith LLP ("Reed Smith"), and have been admitted to the Bar of the Supreme Court of Illinois since 1982. Reed Smith has been retained as Special Counsel to the Debtors and Debtors in Possession and has rendered professional services in these Chapter 11 cases.

2. In respect of compliance with the Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on June 20, 1991 (the "Fee and Disbursement Guidelines") and the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on April 19, 1995 (together with the Fee and Disbursement Guidelines, the "Local

Guidelines”), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the “U.S. Trustee Guidelines”) and the Fourth Amended Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code and Bankruptcy Rule 2016(a) Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals [Docket No. 15997] (the “Administrative Order,” and together with the Local Guidelines and the U.S. Trustee Guidelines, the “Guidelines”) this certification is made in respect of Reed Smith’s application, dated May 15, 2012 (the “Application”), for interim compensation and reimbursement of expenses for the period commencing October 1, 2011 through and including March 5, 2012 (the “Fifth Compensation Period”) in accordance with the Guidelines.

3. In respect of section 2 of the Fee and Disbursement Guidelines, I certify that Reed Smith reviewed the Application and has approved it.

4. In respect of section B.1 of the Local Guidelines, I certify that:

- a. I have read the Application;
- b. to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Local Guidelines;
- c. the fees and disbursements sought are billed at rates in accordance with those customarily charged by Reed Smith and generally accepted by Reed Smith’s clients; and
- d. in providing a reimbursable service, Reed Smith does not make a profit on that service, whether the service is performed by Reed Smith in-house or through a third party.

5. In respect of section B.2 of the Local Guidelines and as required by the Administrative Order, I certify that the trustee, the chair of each official committee and the

debtor have all been provided not later than 20 days after the end of each month with a statement of fees and disbursements accrued during such month, and that the statement contains a list of professionals and paraprofessionals providing services, their respective billing rates, the aggregate hours spent by each professional and paraprofessional, a general description of services rendered, a reasonably detailed breakdown of the disbursements incurred and an explanation of billing practices.

6. In respect of section B.3 of the Local Guidelines and as required by the Administrative Order, I certify that the Office of the United States Trustee, the Debtors, the attorneys for the Official Committee of Unsecured Creditors, are each being provided with a copy of the Application at least ten (10) days before the date set by the court or any applicable rules for filing fee applications.

I certify under penalty of perjury that the foregoing is true and correct.

Executed on: May 21, 2012

By: /s/ Carolyn H. Rosenberg  
Carolyn H. Rosenberg

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK**

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In re : Chapter 11  
: Case No. 08-13555 (JMP)  
LEHMAN BROTHERS HOLDINGS INC., *et al.*, :  
Debtors : (Jointly Administered)  
:  
-----x

**ORDER GRANTING FIFTH INTERIM APPLICATION OF REED SMITH LLP  
FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES  
FOR THE PERIOD FROM OCTOBER 1, 2011 THROUGH MARCH 5, 2012**

Upon consideration of the Fifth Interim Application of Reed Smith LLP for Allowance of Compensation and Reimbursement of Expenses for the Period from October 1, 2011 through March 5, 2012 (the "Application") for professional services rendered and expenses incurred during the period commencing October 1, 2011 through March 5, 2012; and a hearing having been held before the Court to consider the Application; and notice having been given pursuant to Federal Rules of Bankruptcy Procedure 2002(a)(7) and (c)(2); and due consideration having been given to any responses thereto; and sufficient cause having been shown therefore, it is hereby

ORDERED that the Application is granted to the extent set forth in Schedule "A."

This \_\_\_\_ day of \_\_\_\_\_, 2012.

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THE HONORABLE JAMES M. PECK  
UNITED STATES BANKRUPTCY JUDGE

## SCHEDULE A

**Lehman Brothers Holdings, Inc., et al.**  
**Case No. 08-13555 (JMP)**

APPLICANT	APPLICATION FILING DATE AND DOCKET NUMBER	FEES REQUESTED	FEES AWARDED	EXPENSES REQUESTED	EXPENSES AWARDED
Reed Smith LLP	Fifth Interim Application  Docket No. TBD	\$108,871.50	\$108,871.50	\$3,988.87	\$3,988.87